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(USA), INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE: CATHODE RAY TUBE (CRT)
ANTITRUST LITIGATION

Case No. Master File No. 3:07-cv-05944-SC

MDL NO. 1917

This Document Relates to:

All Indirect Purchaser Actions

*Electrograph Systems, Inc., et al. v. Hitachi,
Ltd., et al., No. 3:11-cv-01656-SC;*

*Alfred H. Siegel as Trustee of the Circuit City
Stores, Inc. Liquidating Trust v. Hitachi, Ltd., et
al., No. 3:11-cv-05502-SC;*

**DECLARATION OF ELIOT A.
ADELSON IN SUPPORT OF
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL PURSUANT TO CIVIL
LOCAL RULES 79-5(d) AND 7-11 RE
HITACHI DEFENDANTS' NOTICE OF
MOTION AND MOTION FOR
SUMMARY JUDGMENT BASED UPON
WITHDRAWAL AND THE STATUTES
OF LIMITATIONS AND
MEMORANDUM OF POINTS AND
AUTHORITIES IN SUPPORT THEREOF**

1 *Best Buy Co., Inc., et al. v. Hitachi, Ltd., et al.*,
2 No. 3:11-cv-05513-SC;

3 *Target Corp, et al. v. Chunghwa Picture Tubes,*
4 *Ltd., et al.*, No. 3:11-cv-05514-SC;

5 *Sears, Roebuck and Co. and Kmart Corp. v.*
6 *Chunghwa Picture Tubes, Ltd.*, No. 3:11-cv-
05514-SC

7 *Interbond Corporation of America, d/b/a*
8 *BrandsMart USA v. Hitachi, et al.*,
No. 3:11-cv-06275-SC;

9 *Office Depot, Inc. v. Hitachi, Ltd., et al.*,
10 No. 3:11-cv-06276-SC;

11 *CompuCom Systems, Inc. v. Hitachi, Ltd.,*
12 *et al.*, No. 3:11-cv-06396-SC;

13 *Costco Wholesale Corporation v. Hitachi,*
14 *Ltd., et al.*, No. 3:11-cv-06397-SC;

15 *P.C. Richard & Son Long Island Corporation, et*
16 *al. v. Hitachi, Ltd., et al.*, No. 3:12-cv-02648-SC;

17 *Schultze Agency Services, LLC on behalf of*
18 *Tweeter OPCO, LLC and Tweeter Newco, LLC v.*
19 *Hitachi, Ltd., et al.*, No. 3:12-cv-02649-SC;

20 *Tech Data Corporation, et al. v. Hitachi,*
21 *Ltd., et al.*, No. 3:13-cv-00157-SC

1 I, Eliot A. Adelson, declare as follows:

2 1. I am an attorney licensed to practice in the State of California and the Northern
3 District of California. I am a partner with the firm of Kirkland & Ellis LLP, and counsel for Hitachi,
4 Ltd., Hitachi Asia, Ltd., Hitachi America, Ltd., Hitachi Displays, Ltd. (n/k/a Japan Display Inc.), and
5 Hitachi Electronic Devices (USA), Inc. (collectively, the "Hitachi Defendants"). Except for those
6 matters stated on information and belief, about which I am informed and which I believe to be true, I
7 have personal knowledge of the facts stated herein and, if called as a witness, I could and would
8 competently testify thereto.

9 2. I submit this declaration in support of Hitachi Defendants' Administrative Motion to
10 File Under Seal Pursuant to Civil Local Rules 79-5(d) and 7-11. I make this declaration pursuant to
11 Civil Local Rule 79-5(d) to establish that certain documents containing Confidential and Highly
12 Confidential information and submitted to the Court in connection with the Hitachi Defendants'
13 Notice of Motion and Motion for Summary Judgment Based Upon Withdrawal and the Statutes of
14 Limitations and Memorandum of Points and Authorities In Support Thereof ("Withdrawal Motion")
15 are sealable.

16 3. On June 18, 2008, the Court approved a "Stipulated Protective Order" in this matter
17 (Dkt. 306). On November 7, 2014, the Hitachi Defendants filed an Administrative Motion to Seal,
18 and lodged conditionally under seal, the following documents, or portions thereof, pursuant to Civil
19 Local Rules 7-11 and 79-5(d):

- 20 a. Portions of the Withdrawal Motion that contain quotations or information from
21 documents and/or deposition testimony that certain Plaintiffs and Defendants have
22 designated "Confidential" or "Highly Confidential"; and
23 b. Exhibits 3, 7, 9, 20, and 23 attached to the Declaration of Eliot Adelson in Support of
24 the Hitachi Defendants' Notice of Motion and Motion For Summary Judgment Based
25 Upon Withdrawal and The Statutes of Limitations and Memorandum of Points and
26 Authorities In Support Thereof ("Adelson Declaration"), which quote from,
27 summarize, or are documents or deposition testimony that the Hitachi Defendants
28 have designated "Confidential" or "Highly Confidential."

1 4. Pursuant to Civil Local Rule 79-5(d), I make this declaration on behalf of the Hitachi
2 Defendants to provide the basis for the Court to maintain under seal certain documents and
3 information designated by the Hitachi Defendants as “Confidential” or “Highly Confidential”
4 pursuant to the Stipulated Protective Order, and all references to those documents and information in
5 the Withdrawal Motion.

6 5. Exhibit 3 to the Adelson Declaration is a true and correct copy of excerpts from the
7 Expert Report of Vandy Howell, Ph.D. dated April 15, 2014, designated by Hitachi Defendants as
8 “Highly Confidential.”

9 6. Exhibit 7 to the Adelson Declaration is a true and correct copy of excerpts from the
10 deposition of Lloyd Thomas Heiser, taken on July 3, 2012, designated by Hitachi Defendants as
11 “Highly Confidential.”

12 7. Exhibit 9 to the Adelson Declaration is a true and correct copy of excerpts from the
13 deposition of Lloyd Thomas Heiser, taken on March 18-19, 2014, designated by Hitachi Defendants
14 as “Highly Confidential.”

15 8. Exhibit 20 to the Adelson Declaration is a true and correct copy of an email from
16 Gerard Corbett sent on February 28, 2002 with document identification numbers HEDUS-
17 CRT00169265 - HEDUS-CRT00169267, designated by Hitachi Defendants as “Confidential.”

18 9. Exhibit 23 to the Adelson Declaration is a true and correct copy of the letter from
19 Yosuke Nakanishi dated January 11, 2002 with document identification numbers HEDUS-
20 CRT00001721, designated by Hitachi Defendants as “Confidential.”

21 10. Upon information and belief, the documents and testimony referred to or contained in
22 Exhibits 3, 7, 9, 20, and 23 contain confidential, nonpublic, proprietary and highly sensitive business
23 information about the Hitachi Defendants’ sales processes, business practices, internal practices,
24 negotiating tactics, confidential business and supply agreements and/or competitive positions. These
25 documents describe relationships with companies that remain important to the Hitachi Defendants’
26 competitive position. I am informed and believe that this is sensitive information and public
27 disclosure of this information presents a risk of undermining the Hitachi Defendants’ business
28 relationships, would cause it harm with respect to its competitors and customers, and would put the

1 Hitachi Defendants at a competitive disadvantage.

2 11. The highlighted portions of the Withdrawal Motion quote from, describe, or contain
 3 documents or information designated as “Confidential” or “Highly Confidential” by the Hitachi
 4 Defendants pursuant to the Stipulated Protective Order, including Exhibit 3, 7, 9, 20, and 23 to the
 5 Adelson Declaration. I understand that Hitachi considers any statements in the Withdrawal Motion
 6 purporting to summarize the exhibits or any other documents or information designated as
 7 “Confidential” or “Highly Confidential” by the Hitachi Defendants is confidential and proprietary. I
 8 am informed and believe that the Hitachi Defendants have taken reasonable steps to preserve the
 9 confidentiality of information of the type contained, identified, or cited to in Exhibits 3, 7, 9, 11, 20,
 10 and 23, and referenced in the Withdrawal Motion.

11 I declare under penalty of perjury under the laws of the United States of America that the
 12 foregoing is true and correct.

13
 14 DATED: November 7, 2014

By: /s/ Eliot A. Adelson

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 24 ASIA, LTD., AND HITACHI
 25 ELECTRONIC DEVICES (USA), INC.